

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In re

Applications for Consent to the Transfer of Control of
Tribune Company from the Shareholders of Tribune
Company to the Tribune Stock Ownership Plan, as
Implemented through the Tribune Employee Stock
Ownership Trust, EGI-TRB, L.L.C., and Samuel Zell

MB Docket No. 07-119

DA 07-1947

FILED/ACCEPTED**NOV 14 2007**Federal Communications Commission
Office of the Secretary

To: Office of the Secretary

Attn: Chief, Media Bureau

JOINT OPPOSITION

Tribune Company ("Tribune"), EGI-TRB, L.L.C. ("EGI"), and Samuel Zell (together with Tribune and EGI, the "Applicants"), by their attorneys, hereby oppose the "Emergency Motion to Suspend Processing of Applications" (the "Motion") filed by Office of Communication of the United Church of Christ, Inc. and Media Alliance (collectively, the "Objectors") with respect to the applications (the "Transfer Applications") for consent to the transfer of control of Tribune from its current shareholders to the Tribune Stock Ownership Plan, as implemented through the Tribune Employee Stock Ownership Trust, EGI, and Mr. Zell.

The Motion urges that "the Commission suspend action until one week after the Applicants cure their violations" of the Commission's *ex parte* requirements with respect to *ex parte* notices submitted by the Applicants on September 18, 2007, and October 11, 2007. Contrary to the assertions of the Objectors, the Applicants filed adequate written notice of their two meetings (captioned no differently than at least one similar filing by the Objectors), both of which were placed on public notice by the Commission many weeks ago. The Objectors' allegations therefore are entirely without merit, and their requested relief is wholly unwarranted.

Indeed, the Motion serves merely as a transparent attempt to delay the proceeding in the hope that unwarranted delay will derail the restructuring of one of the nation's leading publishers and

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broadcasters. The Commission should not be distracted, and instead should recognize the public interest in the expeditious resolution of the Transfer Applications, a fact that numerous Members of Congress, from both political parties, have publicly acknowledged in the record of this proceeding. The Commission should dismiss the Motion and act on the Transfer Applications without further delay, thus preserving the laudable service Tribune provides to its local communities.

Argument

The Motion complains of an allegedly dire situation in which the Applicants have conspired to keep the Objectors "in the dark" by committing "significant" violations of the Commission's rules. But Halloween is over, and it is now time to cease the creation of false ghosts and goblins: The rules have not been violated, the Objectors have not been kept in the dark, and the Objectors have suffered no harm. Meanwhile, further delay in this proceeding merely serves to compound the threats posed to public discourse in the communities served by Tribune's newspapers and television stations.

The Applicants' September 18, 2007, and October 11, 2007, filings reported *ex parte* presentations that did not raise any new facts or legal arguments. Rather, as amply disclosed in the filings themselves, the Applicants simply reiterated the merits of the Transfer Applications and the critical need for prompt action. In other words, the presentations covered the *very same issues* that the Applicants *and the Objectors* exhaustively briefed months ago in written pleadings covering hundreds of pages in the record. These are the very same issues that the Applicants, the Objectors, pundits, policymakers, and the press have discussed extensively ever since (and long before) the filing of the Transfer Applications. The Objectors' suggestions that the Applicants hid secret substantive presentations from the public have no basis in reality. As Gertrude Stein observed after returning from Paris to her home town of Oakland, "There is no there there."

Likewise, no one honestly may represent that the Applicants hid the two presentations from public view or otherwise violated the Commission's requirements by failing to facilitate (as the Objectors claim) the prompt posting of the two *ex parte* notices in the Commission's Electronic

Comment Filing System ("ECFS") where the Commission weeks ago provided public notice of these filings.¹

With regard to the Transfer Applications, the Bureau issued three public notices spanning some 23 pages.² **Not a single page even mentions ECFS.** Instead, on May 10, 2007, the Bureau directed participants filing *ex parte* notices to "reference this Public Notice, DA 07-1947," and to submit such filings via U.S. Mail, hand delivery, or messenger to the Commission's Secretary, Best Copy and Printing, and the lead Bureau attorney, thereby imposing an unequivocal requirement to submit filings on paper. The Applicant's two *ex parte* notices at issue here adhered to these requirements – a fact omitted from the Objector's Motion.

The Bureau subsequently issued Public Notice DA 07-2387, which instructed participants to also reference MB Docket No. 07-119 in filings pertaining to the Transfer Applications. While the Applicants included DA 07-1947 in the two *ex parte* notices at issue here, they inadvertently omitted the reference to MB Docket 07-119 in those two submissions. Such confusion is neither new nor remarkable: the Objectors themselves omitted the MB Docket reference in at least one *ex parte* filing, while the Objectors omitted the DA reference in their most recent *ex parte* filing.³

¹ The Motion includes no citation to a Commission rule requiring ECFS posting of filings in proceedings such as this one because no such rule exists. In a grand total of *three* media/broadcast transactions, the Commission has issued public notices referencing ECFS (Liberty Media/Directv Group (DA07-637), Clear Channel privatization (DA 06-2531), and Adelphia/Comcast/Time Warner (DA 05-1591)). In each case, the Commission merely encouraged participants to post their comments and filings on ECFS. In no broadcast transaction has the Commission required ECFS posting. Indeed, the Commission's public notices for all but three media transactions fail to acknowledge the existence of ECFS. *See e.g.*, Citadel/Disney (Report No. 26186), Univision/Hispanic Broadcasting (DA 02-2026), Fox/Chris-Craft (DA 00-2246), and NBC/Telemundo (DA 01-2689).

² Report No. 26483, DA 07-2387, and DA 07-1947.

³ Letter from Coriell Wright dated June 8, 2007; Letter from Andrew Jay Schwartzman dated November 6, 2007.

The inadvertent omission of the MB Docket Number from the Applicants' two recent *ex parte* notices is not only not "significant," the omissions are also **utterly harmless**. As the May 10th Public Notice clearly advised, "Copies of the applications and other filings in this proceeding will be available for public inspection and copying during normal business hours in the Commission's Reference Information Center . . ." In addition, copies of filings "may be obtained from Best Copy and Printing" in person, via telephone, via e-mail, or via its website. The filings, therefore, have been available to the public for approximately 57 days and 34 days, respectively.

On September 27, 2007, and October 17, 2007, the Office of the Secretary released Public Notices reporting the Applicants' filing of the two *ex parte* presentations that Objectors claim were hidden from them. In other words, the September 18, 2007, and October 11, 2007, *ex parte* notices were publicly announced by the FCC some 48 days and 28 days ago, respectively.⁴ Consequently, the Objectors could have and should have seen the Applicants' *ex parte* notices many weeks before they filed their frivolous Motion.

⁴ Out of an abundance of caution, on November 7, 2007, the Applicants also posted the two *ex parte* notices to ECFS. The filings, therefore, were available for free download by anyone with Internet access seven days ago.

Conclusion

The Objectors' feigned outrage at the omission of the MB Docket reference in the two routine *ex parte* notices cannot be taken seriously. The Objectors' own filings fail to adhere to all of the minutia in the applicable *ex parte* requirements. Neither their repeated errors nor the Applicants' recent omissions were significant, nefarious, or harmful.

The Commission surely will not lose sight of the real issues, or the propriety of expeditious action, notwithstanding the Objectors' latest specious attempt at delay. The Commission should dismiss the Motion immediately.

Respectfully submitted,

TRIBUNE COMPANY

EGI-TRB, L.L.C. and SAMUEL ZELL

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November 14, 2007

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Joint Opposition was served by first-class mail, postage prepaid on this 14th day of November 2007 to the following:

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